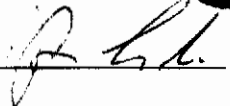


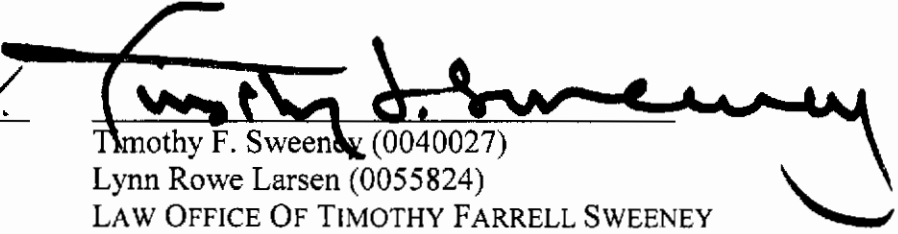
**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

IRWIN INDUSTRIAL TOOL CO., et al.,)	Case No. 1:06CV0164
)	
Plaintiffs,)	JUDGE DAVID D. DOWD, JR.
)	
vs.)	Mag. Judge James S. Gallas
)	
)	
MAGNA INDUSTRIES, INC.,)	STIPULATION OF DISMISSAL WITH
)	PREJUDICE
Defendant.)	

IT IS HEREBY STIPULATED by and between the parties through their counsel that this action, including the Complaint and Counterclaims, is hereby dismissed with prejudice and on the merits, each party to bear its own costs. Provided, however, that the Court shall retain jurisdiction over the enforcement of the Settlement Agreement and Mutual Release between the parties and any agreements entered into pursuant to said Settlement Agreement and Mutual Release (collectively "the Agreements"). The parties have consented to the jurisdiction of Magistrate Judge Gallas to resolve any disputes concerning the Agreements.


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Attorneys for Plaintiffs

IT IS SO ORDERED.

s/David D. Dowd, Jr. 10/20/2006

JUDGE DAVID D. DOWD, JR.